

**FIRST AMENDMENT TO  
OUTSIDE COUNSEL SERVICES AGREEMENT  
BETWEEN GOLDFARB AND LIPMAN  
AND THE CITY OF SUNNYVALE**

The AGREEMENT dated December 1, 2003, between the CITY OF SUNNYVALE, a municipal corporation, and GOLDFARB AND LIPMAN for the purpose of assisting the City Attorney with matters pertaining to the redevelopment of downtown Sunnyvale and related real estate advice and counsel is amended as follows:

1. Section 2.0. is hereby amended to read:

**2.0. TIME OF PERFORMANCE.**

The term of this Agreement shall be from July 1, 2003 to June 30, 2005.

2. Section 4.1 is hereby amended to read:

**4.1 Compensation.**

Fees for all legal services provided hereunder shall be charged in accordance with Exhibit "A" which is attached and incorporated by reference. Exhibit "A" may be amended, from time to time, to alter fees and charges applicable hereto provided that a letter agreement is duly signed and approved by the City Attorney. The total amount of fees and expenses shall not exceed \$126,000.00.


3. Except as amended above, all other terms and conditions of the Agreement dated December 1, 2003, shall remain in effect.

IN WITNESS WHEREOF, the parties have executed this Agreement.

CITY OF SUNNYVALE

By   
Valerie J. Armento, City Attorney

GOLDFARB AND LIPMAN

By   
Lee C. Rosenthal

## ***ATTORNEYS AND RATE SCHEDULE***

M David Kroot	245
Lee C. Rosenthal	245
John T. Nagle	245
Polly V. Marshall	245
Lynn Hutchins	245
Richard A. Judd	235
Karen M. Tiedemann	235
Thomas H. Webber	235
John T. Haygood	235
Dianne A. Jackson McLean	235
Michelle D. Brewer	235
Jennifer K. Bell	235
Robert C. Mills	235
Claudia Martin	230
Carolyn A. Gold	220
Isabel L. Brown	190
William F. DiCamillo	175
Rafael Mandelman	175
Margaret F. Jung	175
Emily B. Longfellow	175
Heather Gould	155
Amy DeVaudreuil	145
Senior Law Clerks	130
Law Clerks	120
Project Coordinators	120